

WYCHE, BURGESS, FREEMAN & PARHAM

C. GRANVILLE WYCHE
ALFRED F. BURGESS
C. THOMAS WYCHE
DAVID L. FREEMAN
JAMES C. PARHAM, JR.
JAMES M. SHOEMAKER, JR.
WILLIAM W. KEHL
CHARLES W. WOFFORD
LARRY D. ESTRIDGE
D. ALLEN GRUMBINE
CARY H. HALL, JR.
CARL F. MULLER

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

GREENVILLE, SOUTH CAROLINA 29603

POST OFFICE BOX 10207
44 EAST CAMPERDOWN WAY
CABLE ADDRESS: JURAL
TELEPHONE 803-242-3131

December 27, 1978

9966A

RECORDATION NO. Filed 1425

Interstate Commerce Commission
12th & Constitutional Avenues NW
Washington, D. C. 20423

INTERSTATE COMMERCE COMMISSION

Attention: Mrs. Lee, Room 1227

9966

RECORDATION NO. Filed 1425

DEC 27 1978 -3 40 PM

INTERSTATE COMMERCE COMMISSION

Dear Mrs. Lee:

I transmit for filing the following documents:

Management Agreement dated as of December 27, 1978
between National Railway Utilization Corporation
and J. B. Stephens, Owner, covering two (2) XM
70-ton, 50'6" Boxcars bearing Road Numbers
NSL150438 - NSL150439 (both inclusive).

Security Agreement between The South Carolina
National Bank, as Secured Party, and J. B. Stephens,
the Debtor.

The address for National Railway Utilization Corporation is
1100 Centre Square East, 1500 Market Street, Philadelphia,
Pennsylvania 19102.

The address for The South Carolina National Bank is P. O. Box
969, Greenville, S. C. 29602.

The address for J. B. Stephens (as Owner and Debtor)
is P. O. Box 1907, Greenville, S. C. 29602.

Our check is enclosed to cover the filing fee in the amount
of \$100.00 for both documents. Please return the original and
one certified copy to William W. Kehl, Esquire, P. O. Box 10207,
Greenville, S. C. 29603, with the recording certification data
stamped thereon.

Very truly yours,

William W. Kehl

William W. Kehl

WWK:bjm

Enclosures

July 7 1980 11:00AM

AMENDMENT dated as of February 15, 1980 to that certain
MANAGEMENT AGREEMENT dated as of December 27, 1978 between
J. B. STEPHENS (termed "Owner") and NATIONAL RAILWAY
UTILIZATION CORPORATION (termed "Manager").

WHEREAS, Owner and Manager have determined that certain of
the 50'6" Type XM Railroad Boxcars which are subject to this
Management Agreement should be remarked in order to maximize their
utilization and earnings;

NOW, THEREFORE, in consideration of this benefit to the
parties and in further consideration of \$1.00 in hand paid by each
party to the others, the parties hereto agree as follows:

The Management Agreement is amended by changing the railroad
numbers from the following:

NSL 150438 - NSL 150439

to the following:

NSL 150438
MISS 150439

IN WITNESS WHEREOF, Owner and Manager each pursuant to due
authority, have caused these presents to be duly executed.

Cynthia A. Kirby
Witness

Rebecca L. Davis
Witness

J. B. Stephens ✓
J. B. Stephens, Owner

State of South Carolina

ss:

County of Greenville

On this 20th. day of May, 1980, before me personally appeared J. B. Stephens Cynthia A. Kirby, to me personally known, who, being by me duly sworn, says that he and the other witness, Rebecca L. Davis, personally witnessed J. B. Stephens, as Owner, duly sign the within Amendment and that the execution of the foregoing instrument was the free act and deed of said Owner.

(Notarial Seal)

Johnny D. Woods
Notary Public of South Carolina

My Commission Expires: 4-21-90

(SEAL)

NATIONAL RAILWAY UTILIZATION
CORPORATION

BY

Charles P. Turnburke
Vice President

ATTEST

T. W. Strzepek
Assistant Secretary

Commonwealth of Pennsylvania:

ss:

County of Philadelphia:

On this 20th day of May, 1980, before me personally appeared Charles P. Turnburke, to me personally known, who, being by me duly sworn, says that he is Vice President of National Railway Utilization Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was duly signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Martha T. Mills
Prothonotary of Pennsylvania

MARTHA T. MILLS

Notary Public, Phila., Phila. Co.

My Commission Expires: My Commission Expires March 5, 1984